

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>INSIGHT EQUITY MANAGEMENT Co LLC</u>  (Last) (First) (Middle) C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250  (Street) SOUTHLAKE TX 76092  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/08/2013	3. Issuer Name and Ticker or Trading Symbol <u>Emerge Energy Services LP [ EMES ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units (Limited Partner Interests)	10,567,981 <sup>(3)(4)</sup>	D <sup>(1)(2)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>INSIGHT EQUITY MANAGEMENT Co LLC</u>  (Last) (First) (Middle) C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250  (Street) SOUTHLAKE TX 76092  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>BENESKI TED W</u>  (Last) (First) (Middle) C/O EMERGE ENERGY SERVICES LP 1400 CIVIC PLACE, SUITE 250  (Street) SOUTHLAKE TX 76092  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>VESCOVO VICTOR L</u>		
(Last)	(First)	(Middle)
C/O EMERGE ENERGY SERVICES LP		
1400 CIVIC PLACE, SUITE 250		
(Street)		
SOUTHLAKE	TX	76092
(City) (State) (Zip)		

**Explanation of Responses:**

1. This Form 3 is filed jointly by Emerge Energy Services Holdings LLC ("Holdings"), Emerge Energy Services GP LLC (the "General Partner"), Superior Silica Resources LLC, the sole limited partner of the Issuer ("SSR"), and Insight Equity Management Company LLC ("Insight Equity") in connection with the effectiveness of the Issuer's Registration Statement on Form S-1 (Registration No. 333-187487) (the "Registration Statement"). Insight Equity owns, through its affiliated funds, SSR and may be deemed to indirectly beneficially own the securities of the Issuer held by SSR but disclaims beneficial ownership except to the extent of its pecuniary interest therein.
2. As of the effectiveness of the Registration Statement, SSR owns a 98% limited partnership interest in the Issuer. The board of directors and executive officers of the General Partner manage the Issuer. All of the members of the board of directors of the General Partner will be designated by Insight Equity. Ted W. Beneski and Victor L. Vescovo are the controlling equity owners of Insight Equity, which owns a controlling interest in Holdings, the entity which will own the General Partner upon consummation of this offering. Messrs. Beneski and Vescovo, by virtue of being controlling equity owners of Insight Equity, may be deemed to beneficially own the securities held by each of Insight Equity and the General Partner, but disclaim beneficial ownership except to the extent of their pecuniary interest therein.
3. As described in the Registration Statement, in connection with the closing of the initial public offering of the Issuer, Insight Equity contributes certain assets to the Issuer and receives 10,567,981 common units, representing a 49.4% limited partner interest in Issuer (or 9,801,869 common units representing a 42.2% limited partner interest in the Issuer if the underwriters exercise their option to purchase additional common units in full). The Issuer also redeems for nominal consideration the current 98% limited partner interest in the Issuer held by SSR.
4. In connection with the closing of the initial public offering of the Issuer, the General Partner will own approximately 1 general partner unit, representing its 0.0% general partner interest in the Issuer.

**Remarks:**

Each of Ted W. Beneski and Victor L. Vescovo are also directors of the General Partner.

<u>Ted W. Beneski Authorized</u>	
<u>Signatory Insight Equity</u>	<u>08/05/2013</u>
<u>Management Company LLC</u>	
<u>Ted W. Beneski</u>	<u>08/05/2013</u>
<u>Victor L. Vescovo</u>	<u>08/05/2013</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**